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DUCHEMIN & ASSOCIATES

ATTORNEYS AND COUNSELORS AT LAW

20 N. ORANGE AVENUE, SUITE 710  
ORLANDO, FLORIDA 32801

TELEPHONE 407-425-3000  
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February 1, 2001

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

800003630768--6  
-02/02/01--01084--012  
\*\*\*122.50 \*\*\*\*\*78.75

Re: Scout Quest Holdings, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation and Acceptance of Registered Agent of the above-referenced corporation. Also enclosed is our firm check in the amount of \$122.50 as payment for the fees for filing, Registered Agent designation, and certified copy of the Articles of Incorporation.

We have confirmed by telephone that the proposed corporate name is available for issuance. Please forward to me your certificate and certified copy of the Articles of Incorporation in the envelope provided.

If you have any questions, please telephone me at the telephone number listed above. Thank you for your assistance.

Sincerely,



Robert A. DuChemin, Sr.

FILED  
01 FEB - 1 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RAD/kr  
Enclosures

gjs/s

**ARTICLES OF INCORPORATION  
OF  
SCOUT QUEST HOLDINGS, INC.**

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**FILED**  
01 FEB - 1 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of incorporating Scout Quest Holdings, Inc., (the "Corporation"), under the Laws of the State of Florida.

**ARTICLE I**

NAME - The name of the Corporation is: Scout Quest Holdings, Inc.

**ARTICLE II**

PRINCIPAL OFFICE AND MAILING ADDRESS - The Corporation's principal office shall be located at 1720 Walnut Avenue, Winter Park, Florida 32789, which also shall be its mailing address.

**ARTICLE III**

TERM OF EXISTENCE - The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IV**

GENERAL PURPOSE OF CORPORATION - The general purpose of the Corporation and the nature of the business to be transacted by the Corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

**ARTICLE V**

CAPITAL STOCK - The maximum number of shares of any equity security that the Corporation is authorized to have outstanding at any time shall be One Hundred Thousand (100,000) shares of common stock (the "Common Stock"), having a par value of one penny (\$0.01) per share. The whole or any part of the Common Stock shall be payable in lawful money of the United States of America, or in property, labor, or services at a just valuation to be fixed by the Board of Directors in its sole discretion and shall be issuable with or without voting rights, as the Board of Directors shall determine in its sole discretion.

## ARTICLE VI

**REGISTERED AGENT AND INITIAL REGISTERED OFFICE** - The initial registered agent and the street address of the initial registered office of the Corporation shall be Robert A. DuChemin, Sr. 20 North Orange Avenue, Suite 710, Orlando, Florida 32801. The Board of Directors may move the Registered Office to any other address in the State of Florida.

## ARTICLE VII

**INDEMNIFICATION**- The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the Corporation for any liability arising out of an act performed in furtherance of the officers', directors, employees', or agents' duties to the Corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the Corporation's Bylaws and shall not deviate therefrom without amending said Bylaws.

## ARTICLE VIII

**DIRECTORS** - The Corporation shall have only one director initially. The number of directors may be set by the Board of Directors, as expressed in the Corporation's Bylaws but the Corporation shall always have at least one (1) director. The Directors are not required to meet any qualifications other than those required by the laws of the State of Florida. The name and address of the initial director are as follows:

Jeffrey L. Moredock  
1720 Walnut Avenue  
Winter Park, Florida 32789

## ARTICLE IX

**INCORPORATOR** - The name and street address of the person acting as the Incorporator of the Corporation are as follows:

Jeffrey L. Moredock  
1720 Walnut Avenue  
Winter Park, Florida 32789

## ARTICLE X

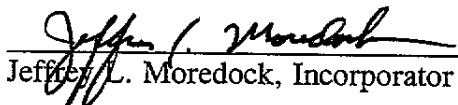
**PREEMPTIVE RIGHTS** - All holders of the Corporation's Common Stock shall have preemptive rights with respect to any stock, regardless of class or series, issued by the Corporation subsequent to the date on which any such shareholder purchased his or her shares. The preemptive rights of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the Corporation such that his or her proportionate

ownership interest in the Corporation will remain the same. A shareholder may assign and/or waive his preemptive rights by written agreement.

ARTICLE XI

AMENDMENT - These Articles of Incorporation may be amended as provided under the laws of the State of Florida.


IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation on this 31<sup>st</sup> day of January 2001.

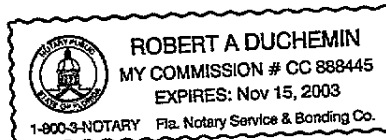
  
Jeffrey L. Moredock, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

I CERTIFY that on this day, before me, the undersigned authority, a Notary Public, personally appeared Jeffrey L. Moredock, to me well known and known to me to be the individual described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and official seal this 31<sup>st</sup> day of January 2001.

  
\_\_\_\_\_  
Notary Public, State of Florida, at Large  
My Commission Expires:  
Commission Number: .



CERTIFICATE  
OF ACCEPTANCE OF  
DESIGNATION  
AS REGISTERED AGENT  
OF  
SCOUT QUEST HOLDINGS, INC.

FILED  
01 FEB - 1 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.1507, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Scout Quest Holdings, Inc., does hereby accept the appointment as such Registered Agent and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office which is located at:

20 North Orange Avenue, Suite 7100  
Orlando, Florida 32801

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Orlando, Orange County, Florida this 15 day of February, 2001

By: 

Robert A. DuChemin, Sr.  
Registered Agent